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VEDDER PRICE

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OFFICES IN CHICAGO, NEW YORK CITY, AND ROSELAND, NEW JERSEY

March 28, 2006

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, D.C. 20210

06 APR -4 PM 1:30

Dear Exemption Officer:

In accordance with U.S. Department of Labor Regulations, Section 2520.104-23:

W.W. Grainger, Inc.
100 Grainger Parkway
Lake Forest, Illinois 60045
EIN: 36-1150280

reports that on December 7, 2005 it adopted the W.W. Grainger, Inc. Supplemental Profit Sharing Plan II (the "Plan"), in which 92 employees are participants.

The Plan is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. At this time the Company maintains 6 Top Hat Plans.

The benefits under the Plan will be paid solely from the general assets of the Company.

A copy of the Plan document will be provided to the U.S. Department of Labor upon request.

If any additional information is required, please communicate with the undersigned.

Very truly yours,


Philip L. Mowery

VEDDERPRICE

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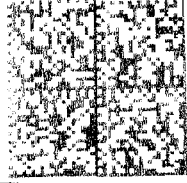
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